

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (If known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	IM Payroll, LLC	
<hr/>		
2. All other names debtor used in the last 8 years	<hr/>	
Include any assumed names, trade names, and <i>doing business as</i> names	<hr/>	
<hr/>		
<hr/>		
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	4 6 - 3 0 5 0 8 0 7	
<hr/>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	1761 Yardley Langhorne Road	
	Number Street	Number Street
	<hr/>	<hr/>
	Yardley PA 19067	P.O. Box
	City State ZIP Code	City State ZIP Code
	<hr/>	<hr/>
	Bucks	Location of principal assets, if different from principal place of business
	County	Number Street
	<hr/>	<hr/>
		City State ZIP Code
	<hr/>	<hr/>
5. Debtor's website (URL)	https://www.ilmulino.com/	
<hr/>		

Debtor	IM Payroll, LLC	Case number (if known)
	Name	

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))

☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))

☐ Railroad (as defined in 11 U.S.C. § 101(44))

☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))

☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))

☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))

☒ None of the above

B. Check all that apply:

☐ Tax-exempt entity (as described in 26 U.S.C. § 501)

☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)

☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>

7 2 2 5

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first subbox. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

☐ Chapter 7

☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).

☐ A plan is being filed with this petition.

☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.

☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor	IM Payroll, LLC	Case number (if known)		
	Name			

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?
If more than 2 cases, attach a separate list.

☒ No
☐ Yes

District		When	MM/DD/YYYY	Case number	
District		When	MM/DD/YYYY	Case number	

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
List all cases. If more than 1, attach a separate list.

☐ No
☒ Yes

Debtor	See attached Schedule 1	Relationship	Affiliate		
District	Southern District of New York	When	07/28/2020		
			MM/DD/YYYY		
Case number, if known					

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number		Street		
City		State	ZIP Code	

Is the property insured?

☐ No
☐ Yes. Insurance agency

Contact name	
Phone	

Statistical and administrative information

Debtor	IM Payroll, LLC	Case number (if known)	
	Name		

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 07/31/2020
MM/DD/YYYY

X	Gerald Katzoff	Gerald Katzoff
	Signature of authorized representative of debtor	Printed name
	Title Manager	

Debtor IM Payroll, LLC
Name

Case number *(if known)* _____

18. Signature of attorney

X

/s. Gerard S. Catalanello
Signature of attorney for debtor

Date 07/31/2020
MM/DD/YYYY

Gerard S. Catalanello
Printed name

Alston & Bird LLP
Firm name

90 Park Avenue
Number Street

New York New York 10016
City State ZIP Code

212-210-9400 gerard.catalanello@alston.com
Contact phone Email address

2531135 New York
Bar number State

Schedule 1

Pending Bankruptcy Cases filed by the Debtor and Affiliates of the Debtor

On the July 28, 2020 hereof, each of the entities listed below, (collectively, the “**Debtors**”), filed a voluntary petitions for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York, contemporaneously with the filing of this petition. A motion will be filed with the Court requesting that the chapter 11 cases of the entities listed below be consolidated for procedural purposes only and jointly administered, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, under the case number assigned to the chapter 11 case K.G. IM, LLC.

Debtor	Tax ID
K.G. IM, LLC	20-0688556
IL Mulino USA, LLC	43-2041682
IM LLC – III	20-0122613
IMNYLV, LLC	20-0119805
IM NY, Florida, LLC	20-2919385
IM NY, Puerto Rico, LLC	20-2920901
IMNY AC, LLC	26-0325082
IM Products, LLC	20-2610303
IM Long Island Restaurant Group, LLC	20-1051623
IM Long Island, LLC	20-1051488
IM Franchise, LLC	20-2750565
IM 60 th Street Holdings, LLC	45-4859997
IM Broadway, LLC	46-5124335
IMNY Hamptons, LLC	82-3940423

Fill in this information to identify the case and this filing:

Debtor Name _____
United States Bankruptcy Court for the: _____ District of _____
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____
MM / DD / YYYY

X

Signature of individual signing on behalf of debtor

Printed name

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name IM Payroll, LLC

United States Bankruptcy Court for the: Southern District of New York
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Empire State Bank 68 N. Plank Rd. Newburgh, NY 12550		PPP Loan	CD			\$215,900.00
2							
3							
4							
5							

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	CHAPTER 11
)	
IM PAYROLL, LLC)	
)	CASE NO. 20-
Debtor.)	
)	
)	

LIST OF EQUITY SECURITY HOLDERS

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Holder
IM Payroll, LLC	IL Mulino USA, LLC	136 East 57 th Street 13 th Floor New York, NY 10022	100%

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	CHAPTER 11
)	
IM PAYROLL, LLC)	
)	CASE NO. 20-
Debtor.)	
)	
)	

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a governmental unit, that directly or indirectly own 10% of more any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
IL Mulino USA, LLC	100%

**WRITTEN CONSENT ACTION OF THE SOLE MEMBER AND MANAGER OF
IM Payroll, LLC**

July 31, 2020

The undersigned, constituting the sole member and manager (the “Manager”) of IM Payroll, LLC, a Delaware limited liability company (the “Company”), by affixing its signature hereto, consents to and takes the following actions and adopts the following resolutions without the necessity of a formal or informal meeting, hereby waives all notice of the date, time, place, and purpose of such meeting and hereby directs that this action of the Manager taken by written consent (“Unanimous Written Consent”) be filed with the minutes of the proceedings of the Manager in the minute book of the Company, this Unanimous Written Consent to have the same force and effect as if the actions had been taken by a vote at a timely called special meeting of the member and the Manager pursuant to the Delaware Limited Liability Company Act and the Operating Agreement of the Company:

Bankruptcy Resolutions

WHEREAS, the Company, with the assistance of its financial and legal advisors, has been conducting a review to consider and evaluate various strategic and financial alternatives, including but not limited to, a filing of a petition by the Company to be effectuated under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), and other restructuring transactions or transactions otherwise designed to address the Company’s liquidity constraints that may be available to the Company and its direct and indirect subsidiaries (each such strategic alternative, a “Transaction”); and

WHEREAS, the Manager has met on numerous occasions to review and has had the opportunity to ask questions and receive answers about and to discuss the materials presented by the Company’s legal, financial and other advisors regarding the liabilities and liquidity of the Company, the various potential Transactions and the impact of the foregoing on the Company, its creditors, members, other interested parties, and its business; and

WHEREAS, in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, members, and other interested parties, for the Company to file a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized to file or cause to be filed the voluntary petition for relief (such voluntary petition, the “Chapter 11 Case”) under the provisions of chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”); and it is

FURTHER RESOLVED, that the Manager (an “Authorized Party”) is hereby authorized, directed, and empowered, on behalf of and in the name of the Company, to engage and continue to retain the law firm of Alston & Bird LLP, as counsel, as restructuring and bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in the Chapter 11 proceeding, and in connection therewith, the Authorized

Party is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, fees, and expenses, prior to and following the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain and pay for the services of Alston & Bird LLP and; and it is

FURTHER RESOLVED, that the Authorized Party is hereby authorized and directed to employ accountants, financial advisors, and any other individual and/or firm as professionals or consultants to the Company as are necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code, including (a) Traxi LLC, (b) Davis & Gilbert LLP, as special corporate counsel to the Company, and (c) such additional professionals, including attorneys, accountants, financial advisors, consultants, or brokers as may be necessary or desirable in connection with the Chapter 11 Case, and in connection therewith, the Authorized Party is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, fees, and expenses, prior to and following the filing of the Chapter 11 Case, and to cause to be filed appropriate applications for authority to retain and pay for the services of such individuals and/or firms.

General Resolutions

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Party is hereby authorized and empowered in the name of and on behalf of the Company to perform any and all acts as may be necessary or desirable to carry out the purposes of these resolutions and to complete the transactions contemplated in the agreements and instruments referred to in the foregoing resolutions, and to execute, file, and deliver all instruments and other documents as the Authorized Party may deem necessary or desirable to carry out the purposes and intent of the agreements and instruments referred to in the foregoing resolutions; and the execution by the Authorized Party of any such act in connection with the foregoing matters shall conclusively establish such Authorized Party's authority therefor from the Company and the approval, ratification, and adoption by the Company of the documents so executed and the actions so taken; and it is

FURTHER RESOLVED, that the Authorized Party is hereby authorized and empowered in the name of and on behalf of the Company to perform any and all acts as may be necessary or desirable to undertake, execute, file, implement, and/or deliver the Chapter 11 Case, and all other instruments and documents contemplated by the foregoing resolutions and to take any and all further action which such Authorized Party may deem necessary or desirable to effectuate any action authorized by these resolutions, and otherwise to carry out the purposes and intent of the foregoing resolutions, and the execution by such Authorized Party of any such documents or the performance by such Authorized Party of any such act in connection with the foregoing matters shall conclusively establish his or her authority therefore from the Company and the approval and ratification by the Company of the documents so executed and the actions so taken; and it is


FURTHER RESOLVED, that the Authorized Party is hereby authorized for and on behalf of the Company to take any and all actions necessary, including the execution of any amendments, documents, instruments or waivers or to obtain any waivers or amendments of any agreements of the Company required by or under the Chapter 11 Case, or any of the transactions contemplated thereby, and any such action shall be binding on the Company without further authorization; and it is

FURTHER RESOLVED, that all actions and agreements of the members, Manager and officers of the Company prior to the date hereof consistent with the purposes and intent of the foregoing resolutions be, and they hereby are, approved, ratified and adopted in all respects as the acts and agreements of the Company.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, each of the undersigned consents to the actions described in this written consent as of the date first set forth above.

Il Mulino USA, LLC
By: KG IM LLC, as Manager

By: 

Name: Gerald Katzoff
Title: Manager

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	CHAPTER 11
)	
IM Payroll, LLC)	
)	CASE NO. 20-
Debtor.)	
)	
)	

VERIFICATION OF CREDITOR MATRIX

The above-named debtor verifies that the attached matrix listing creditors is true to the best of my knowledge.

Date: July 31, 2020

Signature

/s/ Gerald Katzoff

Gerald Katzoff
Manager

Empire State Bank
68 N. Plank Rd.
Newburgh, NY 12550

IL Mulino USA, LLC
1761 Yardley Langhorne Road
Yardley, PA 19067